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## 1.0 POLICY OVERVIEW, PURPOSE, AND SCOPE

OneMain Holdings, Inc. (the "Company") is committed to:

- Conducting our business in accordance with applicable laws, rules and regulations and the highest standards of business ethics
- Full and accurate financial disclosure in compliance with applicable law.

This Code of Ethics applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions) and such other persons who are designated by the Board of Directors of the Company or an appropriate committee thereof (each, a "Senior Officer" and collectively, the "Senior Officers") and sets forth specific policies for the performance of Senior Officers' duties.

## 2.0 RELATED POLICIES, PROCEDURES, AND FORMS

This policy assumes a familiarity with the following:

POLICY/PROCEDURE/FORM	Reference	POLICY/PROCEDURE/FORM	Reference
Code of Business Conduct and Ethics	<a href="#">BP 6101</a>		

## 3.0 POLICY REQUIREMENTS

### INDEX OF TOPICS

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### 3.1 COMPLIANCE WITH LAWS, RULES, AND REGULATIONS

Senior Officers must comply with applicable law and engage in and promote honest and ethical conduct and abide by the Code of Business Conduct and Ethics and other Company policies and procedures that govern the conduct of Company business. Senior Officers' leadership responsibilities include creating a culture of high ethical standards and commitment to compliance, maintaining a work environment that encourages employees to raise concerns, and promptly addressing employee compliance concerns.

Senior Officers are required to comply with the laws, rules and regulations that govern the conduct of the Company's business and to report any suspected violations in accordance with [Section 3.4, Compliance with the Code of Ethics](#).

### 3.2 CONFLICTS OF INTEREST

A conflict of interest occurs when private interests interfere in any way, or even appear to interfere, with the interests of the Company. Senior Officers' obligations to conduct the Company's business in an honest and ethical manner include the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

No Senior Officer shall make any investment, accept any position or benefits, participate in any transaction or business arrangement, or otherwise act in a manner that creates or appears to create a conflict of interest unless the Senior Officer makes full disclosure of all facts and circumstances to, and obtains the prior written approval of the Nominating and Corporate Governance Committee of the Board of Directors of the Company (the "Nominating Committee").

### 3.3 DISCLOSURES

It is Company policy to make full, fair, accurate, timely, and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company.

Senior Officers are required to promote compliance with this policy by all employees and to abide by Company standards, policies, and procedures designed to promote compliance with this policy.

### 3.4 COMPLIANCE WITH THE CODE OF ETHICS

If a Senior Officer knows of or suspects a violation of applicable laws, rules or regulations or this Code of Ethics, he or she must immediately report that information to the General Counsel or any member of the Nominating Committee. No one is subject to retaliation because of a good faith report of a suspected violation.

The General Counsel reports material violations of this Code of Ethics to the Nominating Committee or the Board of Directors. Violations of this Code of Ethics may result in disciplinary action, up to and including

discharge. The Board of Directors shall determine, or shall designate appropriate persons to determine, appropriate action in response to violations of this Code.

### 3.5 WAIVERS OF THE CODE OF ETHICS

To seek a waiver of this Code of Ethics, a Senior Officer must make full disclosure of the particular circumstances to any member of the Nominating Committee and the General Counsel. Amendments to and waivers of this Code of Ethics are publicly disclosed as required by applicable law and regulations.

### 3.6 NO RIGHTS CREATED

The Code of Ethics is a statement of certain fundamental principles, policies, and procedures that govern the Company's Senior Officers in the conduct of the Company's business. It is not intended to and does not create any rights in any team member, customer, tenant, landlord, supplier, competitor, shareholder, or any other person or entity.

## 4.0 DEFINITIONS

N/A

## 5.0 CONTROLS AND MONITORING

This policy may be subject to quality controls and monitoring based on its relevance, risk, or regulatory impact to the Company. Such reviews include, Line of Business Quality Control, Manager's Control Assessments, Compliance Monitoring and Testing, and Internal Audits. These reviews help to ensure compliance with the policy and with applicable laws and regulations. Monitoring entities coordinate with the Policy Owner or corresponding department owner to schedule reviews as necessary.

## 6.0 POLICY OWNERSHIP, APPROVAL, AND EXCEPTION AUTHORITY

### 6.1 OWNERSHIP AND APPROVALS

- A. The Policy Owner for this document is the Company's General Counsel.
- B. This policy, and any material amendments, is approved by the Company's General Counsel and the Board of Directors or Board delegated committee.
- C. This policy is reviewed annually, except as otherwise determined by the Company's General Counsel or the Board of Directors.

### 6.2 EXCEPTIONS

- A. Exceptions to this policy are approved by the Company's General Counsel, or as otherwise specifically delegated.
- B. All exceptions are documented, along with the reason for the exception, expiration or review date for the exception and, where necessary, an action plan and timetable for compliance with the policy.
- C. Notice of exceptions granted along with documentation of approval are provided to the contact for this policy, or a designee, who maintains a record of all exceptions.
- D. Waivers of this policy will be reported on the Company's website.

## **7.0 COMMUNICATION AND TRAINING**

### **7.1 COMMUNICATION**

This policy is published on the Company intranet and posted on the Company's website. Team members may subscribe to the policy to receive notification of any policy changes.

### **7.2 TRAINING**

N/A

## **8.0 AUTHORIZATION/APPROVALS**

N/A

## **9.0 REVISION HISTORY**

Revision Date	Revision Description
5/26/2017	The Board of Directors conducted the annual review of this policy and approved its content on 4/24/2017.
4/30/2018	The Board completed its annual review of this policy on 4/24/2018. Updates are made to add the Code of Business Conduct and Ethics to the Related Policies section, and to add template language to the Controls and Monitoring and Policy Ownership and Approvals sections.